

RECORDATION NO 21448-F FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SEP 30 '05

3-20 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
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September 30, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of General Security Agreement, dated as of September 28, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the General Security Agreement previously filed with the Board under Recordation Number 21448.

The names and addresses of the parties to the enclosed document are:

Collateral Agent: JPMorgan Chase Bank, National Association
600 Travis St., 9th Floor
Houston, Texas 77002

Administrative Agent: CIT Financial USA, Inc.
1211 Avenue of the Americas
New York, New York 10036

Borrower: Transport Capital Rail Partners, LLC
by DaimlerChrysler Services North America
LLC, its Manager
Three First National Plaza
70 West Madison Street, Suite 1960
Chicago, IL 60602

Mr. Vernon A. Williams
September 28, 2005
Page 2

A description of the railroad equipment covered by the enclosed document
is:

All railcars currently covered by the documents on file under Recordation
Number 21448 are RELEASED.

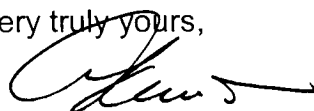
A short summary of the document to appear in the index is:

Memorandum of Termination of General Security Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF TERMINATION OF GENERAL SECURITY AGREEMENT

This MEMORANDUM OF TERMINATION OF GENERAL SECURITY AGREEMENT (the "MEMORANDUM") is dated as of September 28, 2005 and is intended to evidence that certain AMENDMENT TO COLLATERAL AGENCY AGREEMENT AND INSTRUMENT OF TERMINATION OF GENERAL SECURITY AGREEMENT, LOAN AGREEMENT AND CERTAIN OTHER DOCUMENTS (the "AGREEMENT") dated as of September __, 2005 by and among (i) JPMORGAN CHASE BANK, NATIONAL ASSOCIATION (the "Collateral Agent"), (ii) TRANSPORT CAPITAL RAIL PARTNERS LLC ("Transport Rail"), (iii) DAIMLERCHRYSLER SERVICES NORTH AMERICA LLC, and (iv) CIT FINANCIAL USA, INC. ("CITFIN").

The AGREEMENT terminates that certain General Security Agreement dated May 22, 1998, as supplemented from time to time, by and among Transport Rail (formerly named Newcourt Rail, LLC), the Collateral Agent (as successor to Bank One, N.A. and its predecessor the First National Bank of Chicago) and CITFIN, which was initially recorded with the Surface Transportation Board under Recordation Number 21448 on June 5, 1998. CITFIN, as sole Lender, hereby instructs JPMorgan Chase Bank, National Association, as Collateral Agent, to execute and deliver this Termination.

[Signature page follows]

RECORDATION NO. 21448-F FILED

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their respective officers thereunto duly authorized as of the date first above written.

TRANSPORT CAPITAL RAIL PARTNERS
LLC, as the Borrower
By DaimlerChrysler Services North America
LLC, its Manager

By: William Bishop
Name: William Bishop
Title: VP

CIT FINANCIAL USA, INC., as the
Administrative Agent and sole Lender.

By: _____
Name: _____
Title: _____

DAIMLERCHRYSLER SERVICES NORTH
AMERICA LLC, as the Manager of Transport
Capital Rail Partners LLC

By: William Bishop
Name: William Bishop
Title: VP

JPMORGAN CHASE BANK, NATIONAL
ASSOCIATION, as the Collateral Agent

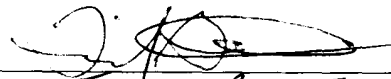
By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their respective officers thereunto duly authorized as of the date first above written.

TRANSPORT CAPITAL RAIL PARTNERS,
LLC, as the Borrower
By DaimlerChrysler Services North America
LLC, its Manager

CIT FINANCIAL USA, INC., as the
Administrative Agent and sole Lender.

By: _____
Name: _____
Title: _____

By:  _____
Name: Timothy Bennett
Title: Senior Vice President

DAIMLERCHRYSLER SERVICES NORTH
AMERICA LLC, as the Manager of Transport
Capital Rail Partners LLC

JPMORGAN CHASE BANK, NATIONAL
ASSOCIATION, as the Collateral Agent

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their respective officers thereunto duly authorized as of the date first above written.

TRANSPORT CAPITAL RAIL PARTNERS,
LLC, as the Borrower
By Daimler Chrysler Services North America
LLC, its Manager
By William Bishop, its Manager:

CIT FINANCIAL USA, INC., as the
Administrative Agent and sole Lender.


By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

DAIMLER CHRYSLER SERVICES NORTH
AMERICA LLC, as the Manager of Transport
Capital Rail Partners LLC
By William Bishop, its Manager:

JPMORGAN CHASE BANK, NATIONAL
ASSOCIATION, as the Collateral Agent

By: _____
Name: _____
Title: _____

By:  _____
Name: BILL MARSHALL
Title: VICE PRESIDENT

STATE OF CONNECTICUT §
§
COUNTY OF FAIRFIELD §

SS:

The foregoing instrument was acknowledged before me on this 27th day of September, 2005,
by William Bishop of DAIMLERCHRYSLER SERVICES NORTH AMERICA LLC, on behalf of
said limited liability company.
company.



Notary Public

[Notarial Seal]

My commission expires: 9-30-09

SUSAN E. OCHMAN
NOTARY PUBLIC
MY COMMISSION EXPIRES 9-30-09

STATE OF CONNECTICUT §
§ SS:
COUNTY OF FAIRFIELD §

The foregoing instrument was acknowledged before me on this 27th day of September, 2005, by William Bishop on behalf of said limited liability company TRANSPORT CAPITAL RAIL PARTNERS LLC.



Notary Public

[Notarial Seal]

My commission expires: 9-30-09

SUSAN E. OCHMAN
NOTARY PUBLIC
MY COMMISSION EXPIRES 9-30-09

STATE OF New York §
COUNTY OF New York §

SS:

The foregoing instrument was acknowledged before me on this 29th day of September, 2005,
by Timothy Bennett of CIT FINANCIAL USA, INC., on behalf of said corporation.


Notary Public

[Notarial Seal]

My commission expires: _____

MAGDALENA CHARLOTTE
NOTARY PUBLIC, State of New York
No. 01CH6059474
Qualified in New York County
Commission Expires May 29, 2007

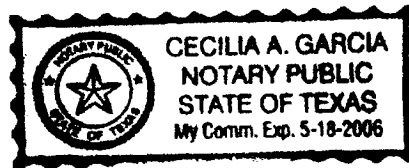
STATE OF Texas §
§
COUNTY OF Harris § SS:

The foregoing instrument was acknowledged before me on this 27th day of September, 2005, by Bill Marshall of JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, on behalf of said corporation.

Cecilia A. Garcia
Notary Public

[Notarial Seal]

My commission expires: 5-10-2006



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: September 30, 2005



Robert W. Alvord